

EXHIBIT A

Declaration

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

VORAS ENTERPRISE INC.,

Case No. 1-17-45570 (NHL)

Debtor.

-----X

DECLARATION

HAROLD J. BORDWIN hereby declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, to the best of his knowledge, information and belief:

1. I am a managing director of Keen-Summit Capital Partners LLC ("**Keen**") and am authorized to make this declaration (the "**Declaration**"). I submit this Declaration in support of the application (the "**Application**")¹ of Voras Enterprise Inc., debtor and debtor-in-possession herein (the "**Debtor**"), for an order, pursuant to section 327 and 328(a) of the United States Bankruptcy Code (the "**Bankruptcy Code**"), and Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rule**") 2014 and 2016, authorizing retention and employment of Keen as real estate advisor for the Debtor.

2. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein.

DS
HB

¹ Capitalized terms not otherwise defined shall have the meanings set forth in the Application.

QUALIFICATIONS

3. Keen provides a full suite of specialized real estate and lease advisory and transactional services. Keen is focused on creating and executing real estate and business strategies designed to maximize values and minimize ongoing liabilities. Attached hereto as Exhibit 1 are our marketing materials. Given the nature of the proposed engagement, I believe Keen is qualified to serve as the Debtor's real estate advisor, and the Debtor believes that our retention as its real estate broker is appropriate.

4. The Debtor has determined that Keen has the resources and experience necessary to represent it as real estate advisor in this case. Given the nature of property and the case, the Debtor believes that the retention of Keen as real estate advisor is appropriate.

DISINTERESTEDNESS

5. Except as set forth herein Keen (a) does not hold or represent any interest adverse to the Debtor or its chapter 11 estate, its creditors or any other party-in-interest, and (b) is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

6. In connection with preparing this declaration, I reviewed the following names for any potential conflicts between Keen and (a) the Debtor; and (b) the creditors and other parties identified on the list attached hereto as Exhibit 2 (the "**Potentially Interested Parties**"). Based upon that review, to the best of my knowledge, after due inquiry and except as otherwise disclosed in this Affidavit, neither I nor Keen represent or hold any interest adverse to the Debtor, the Trustee or the Debtor's estate in the matters upon which Keen is to be engaged. Furthermore, neither Keen nor I have any connection to any of the judges of the United States Bankruptcy Court for the Eastern District of New York, the Office of the United States Trustee, or any person employed in the Office of the United States Trustee.

DS
HB

7. Keen is a subsidiary of Summit Capital Management LLC (“Summit”). Summit is primarily in the business of buying debt from secured creditors in arms-length transactions. This affidavit of disinterestedness is not on behalf of Summit. However, to the best of my knowledge, after due inquiry to Summit, I have been advised that Summit has no connections with the Debtor, except that Summit has, in matters unrelated to the Debtor, bought secured debt in arms-length transactions from Bank of America.

8. Except as set forth above, Keen has no relationships or connections with any of the Potentially Interested Parties.²

9. Keen’s representation of the Debtor would not comprise a majority of our organization’s annual revenue for any year or other period.

10. Based on the foregoing and except as set forth herein, I have been able to ascertain based on the information currently available to me, that Keen does not represent any interest adverse to the Debtor in the matters upon which we are to be engaged. To the best of my knowledge, information and belief and qualified by the information set forth above, Keen is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that Keen:

- (a) is not a creditor, equity security holder or insider of the Debtor;
- (b) is not, and was not, within two years before the date of filing of the Debtor’s chapter 11 petition, a director, officer, or employee of the Debtor; and
- (c) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason.

² Although not a necessary disclosure: Keen (or a predecessor) has (i) served as real estate professional for many firms specializing in chapter 11 practice including for certain of Mr. Kadish’s clients when he was at prior firms, and/or for other clients of such firms, and (ii) Keen has (ii) retained Mr. Kadish through his prior firms in discrete matters on its own account.

^{DS}
HB

SCOPE OF EMPLOYMENT

11. The professional services that the Debtor expects that Keen will be called upon to render include, but shall not be limited to, (i) marketing the Building and, if appropriate, achieving a sale thereof for the highest and best value, subject to Order of this Court, and (ii) seeking a refinancing of the Debtor's mortgage on its Building.

12. Keen expects to implement the marketing activities as are indicated in the Retention Agreement.

COMPENSATION AND REIMBURSEMENT OF EXPENSES

13. Subject to this Court's approval and in accordance with section 327 and 328(a) of the Bankruptcy Code, the Bankruptcy Rules, the United States Trustee Guidelines, other orders of this Court and the rules and other procedures that may be fixed by this Court, the Retention Agreement provides that Keen will receive one of the following set fees: (i) a sale transaction fee in the amount of 5% of the gross proceeds from any sale transaction, or (ii) a mortgage broker fee in the amount of 2% from any mortgage financing transaction not consummated with a "Prior Prospect," as defined in the Retention Agreement, or (iii) a credit bid fee in the amount of 1% of any amount 124 NY successfully credit bids, or (iv) Keen shall earn compensation equal to \$50,000 if a "Definitive Refinancing Agreement" is entered into between the Debtor and one or more Prior Prospects and the other terms in the Retention Agreement are satisfied.

14. Pursuant to the Retention Agreement, Keen is entitled to all reasonable out of pocket costs and expenses incurred in connection with performing the services required by the Retention Agreement.

15. All forms of compensation contemplated in the Retention Agreement are set under section 328(a) as fixed fees or fixed percentages.

16. Other than as set forth herein, there is no proposed arrangement to compensate Keen. No promises have been received by us as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code as stated herein and in the Retention Agreement.

17. By reason of the foregoing, I believe that Keen is eligible to be retained as real estate advisor to the Debtor in this case and seek approval of the Retention Agreement and the terms set forth therein.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
May 2, 2018 5/2/2018

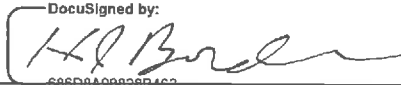
DocuSigned by:

686D9A90826B463...
Harold J. Bordwin

EXHIBIT 1

Marketing Materials

Keen-Summit Capital Partners LLC

Real Estate & Lease Transaction Services
Corporate Finance & Strategic Advisory Services
Special Opportunity Capital



A HISTORY OF SUCCESS

Keen's clients benefit from over 35 years of experience handling complex real estate, lease, and corporate finance projects. We've developed processes and procedures for creating success out of seemingly impossible, often overleveraged, situations. Our experience and results speak for themselves:

30,000+ Properties
Advised and Sold

\$3+ BILLION
In Transactions

3+ BILLION
Square Feet of
Real Estate and Leases



「WHO WE ARE」

WE ARE REAL ESTATE BROKERS AND AUCTIONEERS.

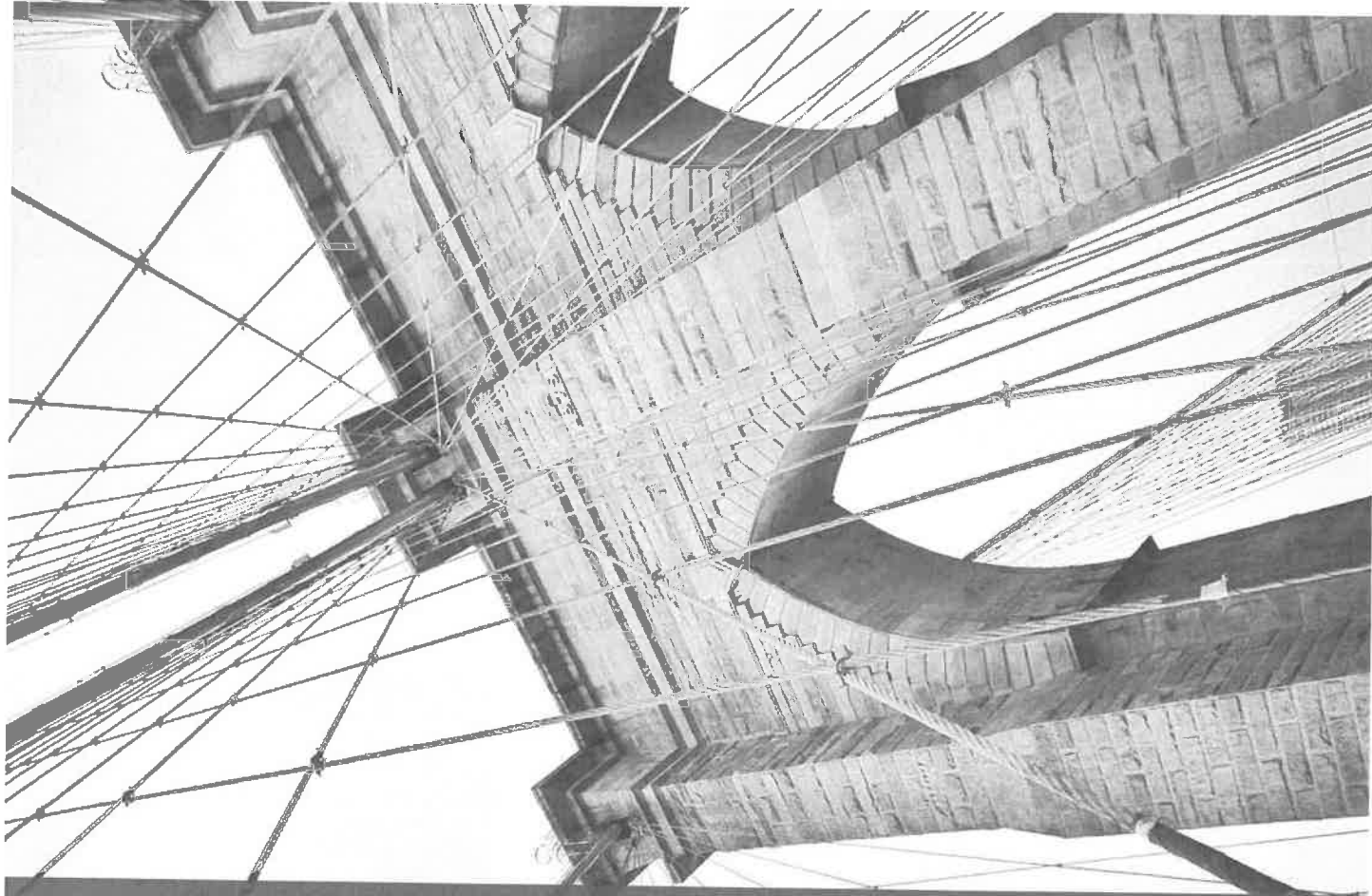
WE ARE LEASE RESTRUCTURING SPECIALISTS.

WE ARE INVESTMENT BANKERS, WITH A SPECIALIZED RETAIL/CONSUMER MARKETS FOCUS.

Since 1982, Keen's professionals have been successfully executing real estate and corporate finance transactions designed to maximize value and minimize ongoing liabilities.





Clients benefit from senior management involvement, our extraordinary industry experience, reputation for excellence and integrity, time-tested business approach, industry relationships, workout and bankruptcy expertise, and exceptional execution capabilities.

Keen serves businesses and their investors and lenders throughout North America.



What We Do

With a particular expertise in complex business situations (such as restructurings, Chapter 7 and 11 bankruptcies, receiverships, partnership disputes, etc.), Keen represents business and property owners, retail and commercial tenants, investors, developers, and creditors across various industries.

			
<u>Real Estate Brokerage & Auctions</u> <ul style="list-style-type: none"> ▪ Implementing accelerated sales of real estate and leases via brokerage, auction and/or M&A techniques ▪ Developing marketing plans that create excitement and maximize values quickly and efficiently 	<u>Leasehold Advisory</u> <ul style="list-style-type: none"> ▪ Negotiating rent reductions, lease terminations and other lease modifications ▪ Assigning and subleasing excess space ▪ Providing related analytics 	<u>Corporate Finance & Strategic Advisory Services</u> <ul style="list-style-type: none"> ▪ Sell-side M&A ▪ Buy-side M&A ▪ Capital raise ▪ Identifying joint ventures/partnerships ▪ Sale-leaseback 	<u>Principal Investments</u> <ul style="list-style-type: none"> ▪ Debt purchases ▪ Opportunistic rescue and growth capital ▪ Asset purchases ▪ DIP financing

Real Estate Brokerage & Auctions

*Exceeding expectations across all asset types and locations including
an expertise in environmentally impacted properties*

INDUSTRIAL



- The Brinkman Corp. – TX, TN
- Vertis Communication – OH, NY, NJ & CA
- Morgan Industries – FL, NJ, MD

HOSPITALITY



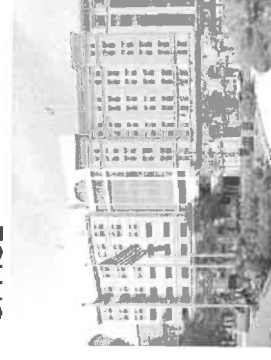
- Courtyard Marriott - CT
- Grand Seas Resort - FL
- Holiday Inn Express & Marina – MA

MULTIFAMILY



- 101 Summer St. - CT
- Grand Court Lifestyles – TX, KS, MO, FL, NC & SC
- Strathmore Group - NY

OFFICE



- 1 Atlantic Street - CT
- Peregrine Financial Group - IA
- Penn Traffic – Johnstown, PA

GOLF



- The Club at Cordillera - CO
- The Golf Club at Briar's Creek - SC
- Long Island National - NY

GAS STATION/C-STORE



- Oasis Petroleum – 27 locations, AL, FL, GA, NC, VA, IL, IN, MD & PA
- Aziz Conv. Stores – 28 locations, TX
- Keshtgar Entities – 18 locations, NY

SHOPPING CENTER/RETAIL



- Plaza Continental – CA
- Jamesway Plaza – VA
- Fleming / Chouteau Crossing - MO

LAND



- 200 acres - TX
- Smart Resort – FL, NC & SC
- Maxus Energy – AL, OH, NJ (Environmentally Impacted)

Lease Advisory

Retail / Office / Restaurant / Industrial



Lease analysis

Determining if a lease is above or below market and if it's an asset or liability



Rent reductions

Executing a strategy for reducing occupancy costs



Lease terminations

Exiting underperforming locations

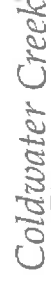


Lease dispositions

Assigning & subleasing excess space



Neighborhood Market



Corporate Finance & Strategic Advisory Services

M&A Sell-Side and Buy-Side Services

- Our professionals provide comprehensive strategic, structural and transaction-specific M&A advisory services for a variety of transaction types including sales and divestitures, restructurings, acquisitions, recapitalizations and strategic partnerships
- We understand the complexity of both stressed and distressed merger and acquisition transactions
- We have the experience to quickly identify and close deals with strategic and financial buyers

Capital Raises

- Given our proprietary database and deep industry relationships with real estate capital sources, consumer & retail focused private equity, public and private investment funds, hedge funds, HNW investors, etc., we can quickly access funds for our clients

Other Strategic Advisory Services

- Portfolio review
- Understanding current market and liquidation values
- Understanding real estate footprint and liquidity options
- Determining strategies for maximizing values and reducing liabilities
- Implementing restructuring strategies

Select Transactions


WILD THINGS
has been acquired by
SEGARD
PARTNERS & CO.
(undisclosed)
Advisor to seller

journelle
Review of strategic alternatives
Advisor to seller


has been acquired by
US FOODS
(undisclosed)
Advisor to seller


Common Stock
Initial Public Offering
\$255,000,000
Co-Manager


has been acquired through a
\$363 auction process by
 GREAT AMERICAN GROUP
(undisclosed)
Advisor to seller

dELIA'S
Convertible Preferred Stock &
Convertible Notes PIPE
\$44,100,000
Sole Placement Agent

ALLOY
a division of
dELIA'S
has been acquired by
HRSH Acquisitions LLC
(undisclosed)
Advisor to seller

CHEFS'
The Best Tasting State Food®
has been acquired by

TARGET
(undisclosed)
Advisor to seller

CalicoCorners®
Calico Home®
Recapitalization
Financial Advisor

BOSTON PROPER
has been acquired by
chico's FAS
213,000,000
Advisor to seller

ACMOORE
has been acquired by
SBARS
58,173,000
Advisor to seller


Snack Alliance Inc.
has been acquired

a portfolio company of

(undisclosed)
Advisor to seller

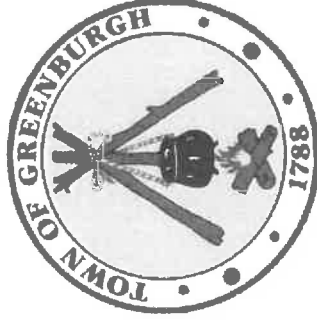
Recent Accolades

Unsolicited Reference

Town of Greenburgh, NY – Town Supervisor

Abandoned Frank's Nursery property, subject to environmental concerns and NIMBY issues

"... This was a difficult property to sell...Prior to your involvement every proposal that was offered to the community was rejected by civic leaders. You and your team did a great job turning a controversy into a community partnership. You solicited bids for the property, reached out to the community, found a purchaser and helped us generate community support...I am very pleased that we selected you..." Paul J. Feiner, Town Supervisor



TMA's 2016 Transaction of the Year Award Aziz Convenience Stores (Aziz)

Mid-Size Company

Keen was awarded the prestigious 2016 Transaction of the Year Award for a Mid-Size Company transaction from The Turnaround Management Association (TMA) for our role as investment bankers in the sale of Aziz, a Texas-based 28-store gas and convenience store chain operating in Chapter 11. We successfully ran a competitive process where Susser Petroleum Property Company LLC purchased the chain for \$41,600,000, which paid all creditors in full plus a return to equity.



2016 Award Winner
Transaction of the Year

2017 Turnaround Atlas Award Seaboard Realty

Investment Sales

Keen was awarded the prestigious 2017 Turnaround Atlas Award - Real Estate Restructuring of the Year from the Global M&A Network for our role as brokers in the \$148,240,000 sale of the Seaboard Realty portfolio in Stamford, CT.



**THE M&A
ATLAS**
A W A R D S



Call Us When:

Your client or a target has excess properties to sell.

Like *Seaboard Realty* did when it needed to sell its Stamford, CT portfolio, where we fielded over 300 inquiries and sold the portfolio for approximately \$148,380,000. Keen was awarded the **2017 Turnaround Atlas Award - Real Estate Restructuring of the Year** for these transactions.

Your client or a target is burdened by excess leased locations.

Like *Arthur Andersen*, facing \$685 million of leasehold liability, did when it shut down and had to exit 3,600,000 sq. ft. of office space nationwide.

Your client or a target is burdened by excessive occupancy costs.

Like *Versa Capital* did when it was acquiring *Avenue Stores* and we delivered \$15,000,000 of occupancy cost savings.

Your client needs to sell a business, raise DIP and/or exit financing secured by real estate, and/or complete a sale-leaseback, and the transaction size will be under \$100 million.

Like *Aziz Convenience Stores* *DIP* did when it needed to exit chapter 11 and we successfully ran a competitive process that paid all creditors in full plus a return to equity, thereby winning the **TMA's 2016 Middle Market Transaction of the Year Award**.

There is an opportunity to acquire secured bank debt.

Our partner, Summit Investment Management LLC, is a private investment firm that acquires and resolves distressed commercial and operating business loans.



Meet Our Team



Harold Bordwin

Principal & Managing Director

With over 25 years of real estate advisory/transactional and corporate finance experience, Harold has helped negotiate the sale of hundreds of properties, leaseholds and businesses nationwide; provided specialized valuation services.

Direct: (646) 381-9201

Email: HBordwin@Keen-Summit.com



Matthew Bordwin

Principal & Managing Director

Matt specializes in the marketing and sale of businesses along with the valuation, marketing, and disposition of real estate portfolios for healthy and distressed companies.

Direct: (646) 381-9202

Email: MBordwin@Keen-Summit.com



Daniel Shea

Managing Director

Daniel joined the firm in 2017 and focuses on sourcing, developing and implementing strategic real estate and corporate finance plans primarily in the Consumer & Retail markets.

Direct: (646) 381-9219

Email: DShea@Keen-Summit.com



Craig Fox

Director

With over 27 years at Keen, Craig has helped create what Keen is today. Craig focuses on developing and implementing strategic real estate plans for his clients involving property analysis, acquisitions and dispositions.

Direct: (646) 381-9203

Email: CaFox@Keen-Summit.com

Meet Our Team



Christopher Mahoney

Director

Chris has 27 year experience providing overall business management. He provides in-depth real estate and business valuation analysis for strategic planning and project implementation. He has overseen the disposition of multi-million dollar real estate portfolios.

Direct: (646) 381-9205

Email: CMahoney@Keen-Summit.com



Rob Tramantano

Director

After 17 years with Keen in NY, Rob opened the Chapel Hill, NC office. Rob specializes in the marketing and sale of businesses along with the valuation, marketing, and disposition of real estate portfolios for healthy and distressed companies.

Direct: (646) 381-9206

Email: RTramantano@Keen-Summit.com



Doug Greenspan

Vice President

Doug focuses on developing and implementing strategic real estate plans for his clients involving property analysis, acquisitions and dispositions. Doug holds an MBA from George Washington University and has published multiple articles in the Journal For Corporate Renewal.

Direct: (646) 381-9201

Email: DGreenspan@Keen-Summit.com



Heather Milazzo

Vice President

Heather joined the firm in 2005 and specializes in property analysis, marketing, negotiation and disposition of real estate and leasehold properties.

Direct: (646) 381-9207

Email: HMilazzo@Keen-Summit.com



Our Partner:

Summit

Investment Management



Distressed Debt Acquisitions
Special Situation Capital
Bridge Lending

www.Summit-Investment.com | 720-221-3200 | Denver, CO

Summit Investment Management Overview

Who is Summit Investment

- Headquartered in Denver, CO, Summit has invested **more than \$1.5 billion** in distressed debt acquisitions, balance sheet restructures of operating companies, special situation capital, bridge loans and joint ventures.
- Typical investments range between **\$1 million and \$75 million** with the flexibility to execute larger transactions and the ability to fund investments that may be outside the scope of traditional financing sources
- With a thorough underwriting process, creative and flexible approach, Summit can act quickly to provide the capital necessary for complex transactions

Distressed Debt Acquisitions

- Summit invests in and manages sub-and non-performing commercial debt and has closed in excess of **400 loan purchases**
- Acquisitions range in size from **\$1 million to \$100 million** with institutions across the country and around the world

Special Situation Capital

- Summit invests in opportunistic or complex transactions involving middle market companies ranging in size from **\$10 million to \$250 million** in revenue

Bridge Lending

- Summit provides bridge capital in situations where traditional financing sources can't or won't, whether a situation lacks the collateral necessary to fall within a bank's lending parameters or has short timelines

Summit acquires the following distressed debts:

- Sub-and non-performing loans secured by operating businesses and real estate
- Loans with esoteric or unique collateral
- Loans in bankruptcy
- Loans in foreclosure
- Environmentally challenged properties
- Lease portfolios

Existing debt acquisition portfolio includes loans secured by:

- Operating businesses across numerous industries
- Offices
- Hospitality
- Restaurants/franchises
- Industrial
- Multifamily
- Golf courses
- C-stores
- Aviation/marine vessels
- Marinas
- Funeral homes
- Religious facilities
- Warehouses
- Self storage







Summit Select Transactions

Summit is a Leading Resource and Partner for:

- Banks & Financial Institutions
- Turnaround & Restructuring Professionals
- Law Firms
- Middle-Market Companies
- Special Servicers
- Private Equity Firms
- **Purchasing Loan Positions**
- **Capital Partner** for special situations including companies in distress
- **Liquidity Options** for creditors and **Restructure Financing** for debtors

Flexibility and Speed

- Experienced at structuring and participating in **JV partnerships** with strong sponsors and operators.
- Debt purchases are industry agnostic and Summit is an **all-cash principal** providing clients with surety of close, often in as little as **three weeks**.

 <p>Summit Investment Management LLC Announces:</p> <p>\$489,000,000 Acquisition of (2) C&I Portfolios Consisting of Multiple Relationships</p> <p>From: National Bank</p> <p>2017</p>	 <p>Summit Investment Management LLC Announces:</p> <p>\$16,000,000 Acquisition of C&I Loan Relationships in the Metal Recycling Industry</p> <p>From: National Bank</p> <p>2017</p>	 <p>Summit Investment Management LLC Announces:</p> <p>\$14,000,000 Acquisition of CRE and C&I Portfolio Consisting of Multiple Relationships</p> <p>From: National Bank</p> <p>2017</p>
 <p>Summit Investment Management LLC Announces:</p> <p>\$10,000,000 Acquisition of one-off CRE Loan</p> <p>From: National Bank</p> <p>2017</p>	 <p>Summit Investment Management LLC Announces:</p> <p>\$5,500,000 Origination of one-off CRE Loan</p> <p>To: Middle-Market Company</p> <p>2017</p>	 <p>Summit Investment Management LLC Announces:</p> <p>\$5,000,000 Acquisition of one-off CRE Loan</p> <p>From: National Bank</p> <p>2017</p>

Summit Team



CJ Burger
President & CEO
Direct: (720) 221-3130
Email: CBurger@Summit-Investment.com



Reed Gillis
Director of Acquisitions
Direct: (720) 221-3146
Email: RGillis@Summit-Investment.com



Ryan Oleski
Vice President of Acquisitions
Direct: (720) 221-3139
Email: ROleski@Summit-Investment.com



Jonathan Bloom
Director of Originations
Direct: (720) 221-3136
Email: JBloom@Summit-Investment.com



Thank You.



Contact

Main: 646.381.9222
www.Keen-Summit.com

Address

555 Madison Ave.
New York, NY 10022

1 Huntington Quadrangle
Suite 2C04
Melville, NY 11747

1340 Environ Way
Chapel Hill, NC 27517



EXHIBIT 2

Potentially Interested Parties

In re Voras Enterprise, Inc.
Chapter 11 Case No. 17-45570 (NHL)

Debtor

Voras Enterprise, Inc.

Scheduled Creditors

124 NY Inc.
Bank of New York
Bedford Stuyvesant Family Center
Brooklyn Legal Services Corporation A
City of New York Department of Environmental Protection Bureau of Customer Services
Consolidated Edison Company
Criminal Court of the City of New York
District Attorney of Kings County
Falcon Power Installers
Empire State Development d/b/a New York State Urban Development Corporation
Him & Her Salon, LLC
Internal Revenue Service, Bankruptcy Unit
Ivan W. Harper, CPA
Lisa Boyd
MedExcel USA, Inc.
National Grid
New Cingular Wireless PCS, LLC
New York City Department of Buildings
New York City Housing Authority
New York City Housing Preservation and Development
New York City Office of Administrative Trials and Hearings
New York City Water Board
New York Design Architects, LLP
New York Secretary of State
New York State Department of Health
New York State Department of Tax and Finance, Bankruptcy/Special Procedures Section
Northeast Brooklyn Housing Development Corporation
Novack Burnbaum Crystal LLP
Old Republic National Title Insurance Company

Additional Relevant Parties

Bank of America
Cablevision
Capital One Bank, N.A.
Charles Gary, Esq.
City of New York Marshal's Office

Dominic Famulari, Esq.
Donaldson & Chilliast, LLP
Elliot Robinson
Ever-Ready Fire Sprinkler, Inc.
Henry A. Anthon, CPA
Imperial Fire Protection Systems
Jeffrey E. Dunston
Metro Urgent Medical Care of Brooklyn PLLC
MTAG Services, LLC
Nathaniel Montgomery
New York City Department of Finance
New York City Environmental Control Board
New York City Health Tribunal
New York City OATH Hearings Division
New York State Attorney General's Office
New York State Charities Bureau
New York State Unemployment Insurance Fund
Optimum
Parking Violations Bureau
Social Security Administration
TerraCRG LLC
Unitec Elevator
United States Attorney's Office
United States Department of Education
United States Department of Health and Human Services
United States Department of Housing and Urban Development
United States Environmental Protection Agency
Verizon
Woodbridge Mortgage Investment Fund 3, LLC

Office of the U.S. Trustee

Chevonne Ducille
Christine H. Black
Janease Clarke
Leiden Czarniecki
Lynda A. Rettagliata
Marylou Martin
Nazar Khodorovsky
Rachel Weinberger
Robert Stavis
William E. Curtin

Judges

The Honorable Carla E. Craig
The Honorable Robert E. Grossman
The Honorable Nancy Hershey Lord
The Honorable Louis A. Scarcella
The Honorable Elizabeth S. Stong
The Honorable Alan S. Trust